

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MASSACHUSETTS
(Eastern Division)**

In re:

LINDSAY LAMPASONA, LLC,

Debtor.

Chapter 11

Case No. 11-19747-JNF

JOINT MOTION TO AMEND SALE ORDER
(Emergency Determination Requested)

Lindsay Lampasona, LLC (the “Debtor”), the debtor and debtor-in-possession in the above captioned case, and The Bank of Canton (“Canton”) jointly move the Court to amend the order (the “Sale Order”) [docket no. 125] approving the sale of the Debtor’s tangible assets to RYKOR Concrete & Civil Inc. (“Rykor”). Among the assets sold to Rykor were approximately 11 vehicles (the “Disputed Vehicles”) as to which there is a dispute between the Debtor and Canton regarding, among other things, whether Canton has liens against or interests in the Disputed Vehicles. Canton is in possession of the titles to the Disputed Vehicles. Subject to the approval of the Court, the Debtor and Canton have agreed to defer their dispute while preserving their respective rights to the proceeds of the sale of the Disputed Vehicles, and have agreed to proposed language that would amend the Sale Order to preserve these rights. Rykor has agreed to the proposed amendment to the Sale Order. The requested language does not represent a compromise of any claim by or against the Debtor’s bankruptcy estate.

In further support of this Motion, the Debtor avers as follows:

I. JURISDICTION AND VENUE

1. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 1334 and 157.

2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (N) and (O).

Venue in this district is proper pursuant to 28 U.S.C. § 1409(a).

ARGUMENT

3. On October 14, 2011 (the “Petition Date”), the Debtor filed a voluntary petition under Chapter 11 of Title 11 of the United States Code.

4. The Debtor continues to operate as a debtor-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code and no trustee or committee has been appointed in this case.

5. On December 30, 2011, the Court entered the Sale Order. The Sale Order authorized the Debtor to sell all of its tangible assets to Rykor free and clear of liens, claims and interests for a total purchase price of \$448,000. Among the assets sold were all of the Debtor’s construction equipment, construction forms and approximately 33 vehicles, including the Disputed Vehicles.

6. In the course of transferring title to the vehicles to Rykor, the Debtor discovered that Canton was in possession of the titles to the Disputed Vehicles. Canton asserts a lien and/or an interest in the Disputed Vehicles. The Debtor disputes Canton’s alleged lien and/or interest.

7. In order to effectuate the transfer of the titles to the Disputed Vehicles to Rykor, the Debtor and Canton have agreed to proposed language that would amend the Sale Order to preserve the Debtor’s and Canton’s rights to the proceeds of the Disputed Vehicles. A copy of the proposed amended Sale Order, blacklined to show the proposed changes, is attached as Exhibit A. In the event that the Court grants this motion, the Debtor will electronically submit a clean version of the proposed amended Sale Order.

8. Since no claims for or against the Debtor's bankruptcy estate will be compromised by the amendment to the Sale Order, no creditor or party in interest will be prejudiced by granting the relief requested in this motion. Permitting the Debtor to complete the transfer of the titles to the Disputed Vehicles to Rykor is in the best interest of the Debtor, its bankruptcy estate and its creditors.

9. The foregoing reasons also justify emergency consideration of this motion.

NOTICE

10. The Debtor has served this motion on the Office of the United States Trustee, all of the Debtor's secured creditors, the top 20 unsecured creditors, counsel to Rykor and all parties having filed a notice of appearance in the above captioned case. For those parties who did not receive electronic service of this motion by the CM/ECF system, the Debtor has served this motion by electronic mail or facsimile.

11. The Debtor submits that such service is appropriate given the nature of the relief requested in this motion.

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WHEREFORE, the Debtor and Canton respectfully request that the Court: (a) enter the proposed amended Sale Order, and (b) grant such other relief as this Court deems proper.

Respectfully submitted,

LINDSAY LAMPASONA, LLC,

By its proposed counsel,

/s/ D. Ethan Jeffery
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Dated: February 2, 2012

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